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UNITED STATES DISTRICT COURT

NORTHERN DISTRICT OF CALIFORNIA, SAN FRANCISCO DIVISION

WAYMO LLC,

Plaintiff,

vs.

UBER TECHNOLOGIES, INC.;
OTTOMOTTO LLC; OTTO TRUCKING
LLC,

Defendants.

CASE NO. 3:17-cv-00939-WHA

**DECLARATION OF LINDSAY COOPER
IN SUPPORT OF DEFENDANT OTTO
TRUCKING'S ADMINISTRATIVE
MOTION TO FILE UNDER SEAL
PORTIONS OF ITS MOTION TO
COMPEL DEPOSITION OF LARRY
PAGE (DKT. 1068)**

1 I, Lindsay Cooper, declare as follows:

2 1. I am an attorney licensed to practice in the State of California and am admitted to
3 practice before this Court. I am an associate at the law firm Quinn Emanuel Urquhart & Sullivan,
4 LLP, counsel for the Plaintiff Waymo LLC (“Waymo”). I have personal knowledge of the matters set
5 forth in this Declaration, and if called as a witness I would testify competently to those matters.

6 2. I make this declaration in support of Defendant Otto Trucking’s Administrative Motion
7 to File Under Seal Portions of its Motion to Compel Deposition of Larry Page (Dkt. 1068) (the
8 “Administrative Motion”). The Administrative Motion seeks an order sealing highlighted portions of
9 Otto Trucking’s Letter Brief re Deposition of Larry Page (“Otto Trucking’s Letter Brief”), and
10 Exhibits 1-5 in support of the same.

11 3. Certain portions of Otto Trucking’s Letter Brief (portions highlighted in green) and
12 Exhibits 1-5 (portions highlighted in green) contain, reference and/or describe confidential business
13 information, which Waymo seeks to seal.

14 4. Otto Trucking’s Letter Brief (portions highlighted in green), Ex. 1 (portions highlighted
15 in green at 7:14, 8:8, 8:10, 9:5, 9:16, 13:16, 13:18, 13:22, 15:7-22, 16:7-17:12, 17:15-21, 18:1-22,
16 19:3-20:5, 20:18-22, 23:12-15, 26:11, 26:14, 37:6-38:13, 38:19-20, 38:24, 39:3-12, 55:13-56:2, 56:22-
17 24, 57:1-7, 58:9-11, 58:14-18, 58:25-59:1, 59:4-22, 60:3-4, 60:8-11, 65:15-20, 65:22-24, 66:3-9,
18 66:17-24, 67:4-7, 83:25-84:2, 84:5-7, 84:13-14, 84:17-21, 85:4-5, 85:8-9, 85:19-22, 85:25-86:6, 86:9-
19 20, 87:2-5, 87:14-22, 88:5-18, 88:21-24, 89:7-24, 92:22-23, 93:14, 93:18-20, 93:24-25, 94:4-6, 94:18-
20 20, 94:23-24, 95:5, 95:15-17, 95:23-96:1, 96:3, 96:14-25, 97:5-99:9, 100:5-6, 100:15-17, 100:22-23,
21 101:1-3, 101:12-15, 101:19-23, 102:2-3, 102:6, 102:9-11, 103:11-14, 105:17-106:8, 106:14-107:1,
22 108:12-109:3, 109:19-110:1, 111:6-7, 112:23-24, 113:24, 114:2, 114:12-13, 114:19-115:1, 115:7-8,
23 115:14-20, 116:5-6, 116:10-21, 117:1-8, 118:18-25, 119:19-20, 120:9-17, 121:16-122:21, 124:4-6,
24 124:25-125:2, 125:19-20, 126:2-7, 130:1-2, 131:6-124, 141:3-144:23, 145:19-20, 146:4-8, 147:1-9,
25 147:15-16, 149:5-6, 149:11-22, 150:3-4, 151:23, 152:21-23, 153:5-15, 163:4-8, 164:2-3, 164:7-16,
26 164:25-167:8, 169:11-15, 169:20, 170:4-5, 170:10, 171:19-22, 172:9-18, 173:2-4, 175:21-25, 176:13-
27 17, 180:17, 181:14-16, 183:7-11, 185:19-20, 186:3-4, 186:11-13, 187:9, 187:19-20, 189:4, 191:11-13,
28 199:14-17, 202:3-22, 203:1-13, 203:20-21, 203:22-24, 204:17-21, 205:4-5, 205:7-12, 206:17-207:1,

1 207:5-19, 208:22-209:25, 210:9-19, 210:25, 211:7-212:5, 212:18-213:10, 213:23-24, 214:3-25,
2 215:6), Ex. 2 (portion highlighted in green), Ex. 3 (portions highlighted in green), Ex. 4 (portions
3 highlighted in green) and Ex. 5 (entire document) contain, reference, and/or describe Waymo's highly
4 confidential and sensitive business information. The information Waymo seeks to seal regards
5 Waymo's confidential future business plans, confidential information regarding potential mergers or
6 acquisitions that Waymo considered but ultimately rejected, confidential compensation information
7 for Waymo employees, confidential details regarding Waymo's bonus program, confidential
8 information regarding Waymo's internal procedures for approving employee work on external
9 projects, confidential details regarding Waymo's ongoing work and development on autonomous
10 vehicles, confidential details regarding Waymo's investment in and relationship with Uber, and
11 confidential details regarding Waymo's relationship with Lyft. I understand that this confidential
12 business information is maintained by Waymo as secret. The public disclosure of this information
13 would give Waymo's competitors access to sensitive information that could be used to Waymo's
14 disadvantage. If such information were made public, I understand that Waymo's competitive standing
15 would be significantly harmed.

16 5. Otto Trucking's Ex. 1 (portions highlighted in green at 27:4-20) contain, reference,
17 and/or describe personal identifying information of Larry Page. If such information were made
18 public, I understand that Mr. Page could be significantly harmed.

19 6. Waymo expects Kitty Hawk and/or zee.aero to file a declaration to support certain
20 under seal portions of Otto Trucking's Letter Brief (highlighted in red) and Otto Trucking's Ex. 1
21 (highlighted in red and/or yellow, but not highlighted in green) in accordance with the Local Rules.

22 7. Waymo's request to seal is narrowly tailored to those portions of Otto Trucking's
23 Letter Brief and Exhibits 1-5 that merit sealing.

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1 I declare under penalty of perjury under the laws of the State of California and the United
2 States of America that the foregoing is true and correct, and that this declaration was executed in San
3 Francisco, California, on August 7, 2017.

4
5 By /s/ Lindsay Cooper
6 Lindsay Cooper
7 Attorneys for WAYMO LLC
8

9 **SIGNATURE ATTESTATION**

10 Pursuant to Local Rule 5-1(i)(3), I attest under penalty of perjury that concurrence in the
11 filing of this document has been obtained from Lindsay Cooper.

12
13 /s/ Charles K. Verhoeven
14 Charles K. Verhoeven
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